

# **EXHIBIT B**



discussed below. Each of these purchase decisions was made at MetLife's office in New Jersey and all of the documents attached to this affidavit were received or created in New Jersey.

3. Attached as Exhibit A is a copy of the preliminary Supplement to the Private Placement Memorandum and the Private Placement Memorandum for the NPF XII 2001-2 note issuance, which is Bates-stamped ML\_014665-772. MetLife received these documents, and relied upon the representations contained in them, in making the decisions on or about June 21, 2001 to purchase \$18 million in Class A Notes and \$5 million in Class B Notes in the 2001-2 Series. While Simon Fretwell, then working in MetLife's Asset Backed Securities Unit, was the primary MetLife analyst involved with these purchases, I was also personally involved with these purchases.

4. Attached as Exhibit B is a copy of the Supplement to the Private Placement Memorandum and the Private Placement Memorandum for the NPF XII 2001-2 note issuance, with cover e-mail, which is Bates-stamped ML\_015447-554. MetLife received these documents, and relied upon the representations contained in them, in making the decision on or about June 6, 2002 to purchase \$16.6 million in Class A Notes in the 2001-2 series. I was the primary MetLife analyst involved with this purchase.

5. Attached as Exhibit C is a copy of the preliminary Supplement to the Private Placement Memorandum and the Private Placement Memorandum for the NPF XII 2001-4 note issuance, with cover e-mail, which is Bates-stamped ML\_026479-578. MetLife received these documents, and relied upon the representations contained in them, in making the decision on or about November 15, 2001 to purchase \$14 million in Class A Notes in the 2001-4 series. I was the primary MetLife analyst involved with this purchase.

6. MetLife also relied upon the representations contained in the documents attached as Exhibit C, in making the decision on or about July 8, 2002 to purchase \$24 million in Class A Notes in the 2001-4 series. I was the primary MetLife analyst involved with this purchase.

7. Attached as Exhibit D is a copy of the preliminary Supplement to the Private Placement Memorandum and the Private Placement Memorandum for the NPF XII 2002-1 note issuance, with cover e-mail, which is Bates-stamped ML\_025172-265. MetLife received these documents, and relied upon the representations contained in them, in making the decision on or about May 29, 2002 to purchase \$25 million in Class A Notes in the 2002-1 series. I was the primary MetLife analyst involved with this purchase.

8. Attached as Exhibit E is a copy of the Supplement to the Private Placement Memorandum and the Private Placement Memorandum for the NPF XII 2001-1 note issuance, which is Bates-stamped ML\_005055-164. MetLife received these documents, and relied upon the representations contained in them, and on the representations contained in the preliminary Supplements to the Private Placement Memoranda, the Supplement to the Private Placement Memorandum, and the Private Placement Memoranda attached as Exhibits A – D, in making the decision on or about July 8, 2002 to purchase \$18.46 million in Class A Notes in the 2001-1 series. I was the primary MetLife analyst involved with this purchase.

9. Attached as Exhibit F is a copy of a Bloomberg e-mail message from Neil McPherson at Credit Suisse, dated October 11, 2000 and Bates-stamped ML\_027626, which was received by MetLife.

10. Attached as Exhibit G is a copy of Tyson Exhibit 2, which is an e-mail with attachments from Alan Tyson at Credit Suisse, dated December 18, 2000 and Bates-stamped ML\_016544-92, which was received by MetLife. I received a copy of Tyson Exhibit 2 and

relied on the information contained therein in making the purchase decisions of the NCFE Notes described above.

11. Attached as Exhibit H is a copy of Tyson Exhibit 3, which is an e-mail that I sent to John Wand and Simon Fretwell at MetLife, dated May 8, 2001 and Bates-stamped ML\_012083.

12. Attached as Exhibit I is a copy of a Bloomberg e-mail message from Alan Tyson at Credit Suisse, dated June 18, 2001 and Bates-stamped ML\_027657, which was received by MetLife.

13. Attached as Exhibit J is a copy of an e-mail with attachment from Taylor Jones at Credit Suisse, dated October 25, 2001 and Bates-stamped ML\_024857-960, which was received by MetLife.

14. Attached as Exhibit K is a copy of a Bloomberg e-mail message from Alan Tyson at Credit Suisse, dated March 13, 2001 and Bates-stamped ML\_027799, which was received by MetLife.

15. Attached as Exhibit L is a copy of a Bloomberg e-mail message from Alan Tyson at Credit Suisse, dated March 13, 2001 and Bates-stamped ML\_027848, which was received by MetLife.

16. Attached as Exhibit M is a copy of a Bloomberg e-mail message from Alan Tyson at Credit Suisse, dated March 16, 2001 and Bates-stamped ML\_027853, which was received by MetLife.

17. Attached as Exhibit N is a copy of a Bloomberg e-mail message from Alan Tyson at Credit Suisse, dated March 19, 2001 and Bates-stamped ML\_027854, which was received by MetLife.

18. Attached as Exhibit O is a copy of Scully Exhibit 11, which is Bates-stamped ML\_010095-106, and which at ML\_010099 reflects my handwritten notes of a phone conversation I had with Credit Suisse regarding the NPF XII 1999-2 note issuance. In this conversation Credit Suisse provided information about the structure, credit enhancement and other information related to the transaction. This information was consistent with the information provided in the PPMs and SPPMs. Credit Suisse did not disclaim any of the information provided to me in this phone call. I relied on the information I received from Credit Suisse during this phone call in making MetLife's first investment in NCFE on June 23, 1999, and in making subsequent investments, based on Credit Suisse's repeated representations that the deals were all quite similar in terms of structure and credit enhancements.

19. Attached as Exhibit P is a copy of Scully Exhibit 31, which are my handwritten notes dated September 13, 2000 and Bates-stamped ML\_004021-25, and reflect a phone conversation I had with Todd Fasanella of Credit Suisse. During this call, Fasanella provided information about the credit enhancements and structure of the NPF VI 1998-1 and 1999-1 issuances. During this phone call Credit Suisse did not disclaim responsibility for any of the information provided concerning NCFE. Based on Credit Suisse's repeated representations as to the similarity of the issuances, I relied upon these representations in making another investment in NCFE on September 15, 2000, and my subsequent decisions to invest in the Notes.

20. On or around October 11, 2000, Simon Fretwell viewed a roadshow presentation hosted by NCFE and Credit Suisse's Neil McPherson. I discussed the content of the roadshow with Fretwell and relied on the information he was then given in making my subsequent decisions to invest in the Notes.

21. Attached as Exhibit Q is a copy of Tyson Exhibit 7, which is an e-mail from Alan Tyson at Credit Suisse, dated June 19, 2001 and Bates-stamped ML\_015615-34, which was received by MetLife. The e-mail was entitled "NPF research == SAME AS LAST DEAL," and forwarded an e-mail from Neil McPherson at Credit Suisse stating "Article we wrote profiling their program last year -- still very relevant as structure is identical." Attached to the e-mail was a Credit Suisse article dated March 5, 2000, entitled "Healthcare ABS - A Clean Bill of Health."

22. The March 2000 article represented that in the NPF note programs, "[e]quity reserves are available to cover shortfalls only within each series of notes," that there were "[o]ther structural aspects ... to protect investors include obligor and payor concentration limits and collateral coverage tests, which ensure an adequate ratio of trust assets to liabilities," and that "the collateral coverage test ensures that the amount of eligible receivables plus overcollateralization and cash reserves (excluding equity reserves) exceeds the amount of the notes by a specified percentage. This test serves to limit the amount of allowable variance in cash reserves and overcollateralization."

23. MetLife relied upon the representations in the June 19, 2001 e-mail and March 2000 article, in determining to invest in NCFE Notes two days later, on June 21, 2001. While Simon Fretwell, then working in MetLife's Asset Backed Securities Unit, was the primary MetLife analyst involved with these purchases, I was also personally involved with these purchases.

24. MetLife also relied upon the representations in the June 19, 2001 e-mail and March 2000 article in making subsequent investments in NCFE, for which I was the primary analyst.

25. Attached as Exhibit R is a copy of Tyson Exhibit 9, which is an e-mail from Todd Fasanella at Credit Suisse, dated October 30, 2001 and Bates-stamped ML\_024963-78, which was received by MetLife. In response to questions regarding an upcoming NCFE transaction, Fasanella represented that the “[f]loaters will be structured similar to last [NPF XII 2001-2 Series] deal” and, in response to questions regarding cumulative loss expectation, referred MetLife to various static pool analyses, which he had attached.

26. I relied upon the representations made by Fasanella in Exhibit R on October 30, 2001 in determining to make an additional MetLife investment in NCFE Notes on November 15, 2001, and my subsequent decisions to invest in the Notes.

27. Attached as Exhibit S is a copy of Scully Exhibit 48, which are my handwritten notes dated May 23 and 24, 2002 and Bates-stamped ML\_009005-06, which reflect telephone calls I had with NCFE and Todd Fasanella at Credit Suisse concerning the May 23, 2002 decision by Fitch, Inc. to place the NPF Notes on a ratings watch negative. During these calls we discussed Fitch’s concerns, and the company and Credit Suisse represented that performance was still consistent overall and any fluctuations were due to cyclicity. During the May 24, 2002 phone call Credit Suisse did not disclaim responsibility for any of the information provided concerning NCFE.

28. During the May 24, 2002 call, I also asked Credit Suisse for the analysis they did on trust performance, relating to the transfer of receivables between NPF VI and XII. Attached as Exhibit T is Scully Exhibit 77, which is an e-mail from Todd Fasanella at Credit Suisse, dated May 24, 2002 and Bates-stamped ML\_015176-77, which was received by MetLife. The e-mail is entitled “Comparative info on NPF performance,” and in it, Fasanella represented

[t]he difference in the now expected performance of the NPF VI portfolio is far from warranting ‘deteriorating’ in my opinion, but take a look for yourself. Furthermore NPF



XII seems to be performing consistently as usual if you compare the current [NPF XII 2002-1] PPM with the last [NPF XII 2001-4] deal. . . . Again, comparing the current [NPF XII 2002-1] PPM with the PPMs from NPF XII deals in November 2001 [the NPF XII 2001-4 issuance] and June 2001 [the NPF XII 2001-2 issuance], I see performance has been rather consistent across time. Let me know if you have any questions.

29. I relied upon the representations made by Credit Suisse during the May 24, 2002 call and in the May 24, 2002 e-mail in deciding to make a further investment in NCFE on May 29, 2002, as well as in connection with my subsequent decisions to make investments in NCFE Notes on June 6, 2002 and July 8, 2002. I was the primary MetLife analyst involved with these purchases.

30. Attached as Exhibit U is a copy of a facsimile from Lance Poulsen at NCFE, dated October 22, 2002 and Bates-stamped ML\_009176-84, which was received by MetLife.

31. During my years in the Asset Backed Securities Unit at MetLife, I have worked extensively with Credit Suisse on over thirty transactions.

32. I declare under penalty of perjury that the foregoing is true and correct.

Executed : April 23, 2009

At:

*Carol D. Boughton*  
CAROL D. BOUGHTON  
NOTARY PUBLIC OF NEW JERSEY  
Commission Expires 7/11/2011

*Mei-Feng Tau*  
Mei-Feng Tau

Sworn to and subscribed  
before me this  
23 day of APRIL 2009

*State of NJ*  
*County of Monmouth*